

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

UBS SECURITIES LLC and
UBS LOAN FINANCE LLC,

07-CV-10382
(LAP/MHD)

Plaintiffs,

v.

THE FINISH LINE, INC and
GENESCO INC.,

Defendants.


MOTION TO ADMIT COUNSEL
PRO HAC VICE

Defendant Genesco Inc., by its attorneys, Boies, Schiller & Flexner LLP, respectfully requests that the Court enter an order, pursuant to 1.3(c) of the Local Rules of the United States District Courts for the Southern District of New York, granting *Pro Hac Vice* admission of Paul Gregory Jennings. In support of its motion, Defendant Genesco Inc. submits herewith the Affidavit of Sponsor Adam R. Shaw, dated January 29, 2008; the Affidavit of Paul G. Jennings, dated January 23, 2008; and the accompanying Certificate of Good Standing for Paul Gregory Jennings issued by the bar of the State of Tennessee; and, upon all pleadings and proceedings heretofore and herein, Adam R. Shaw, attorney for Genesco Inc., hereby moves this Court of the United States Courthouse located at 500 Pearl Street, New York, New York, for an order permitting Paul Gregory Jennings to argue and try this case, in whole and in part, as counsel for Defendant Genesco Inc.

Dated: January 29, 2008
Albany, New York

BOIES, SCHILLER & FLEXNER LLP

By: _____


Adam R. Shaw (AS-7671)
575 Lexington Avenue
7th Floor
New York, New York 10022
Tel: (212) 446-2300
Fax: (212) 446-2350

Attorney for Defendant Genesco Inc.

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CERTIFICATE OF SERVICE

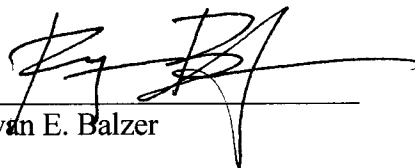
I, Ryan E. Balzer, being duly sworn, depose and say that I am over the age of eighteen and that on the 29th day of January, 2008, I cause true and correct copies of :

1. Motion to Admit Counsel Paul Gregory Jennings *Pro Hac Vice*;
2. Affidavit of Sponsor Adam R. Shaw;
3. Affidavit of Paul G. Jennings with accompanying Certificate of Good Standing of Paul Gregory Jennings issued by the bar of the State of Tennessee; and
4. Proposed Order Admitting Paul Gregory Jennings to represent Defendant Genesco Inc. *Pro Hac Vice* in the above captioned manner to be served on the following individuals via electronic Mail and First Class Mail:

Joseph John Frank
Latham & Watkins ,LLP
885 Third Avenue, Suite 1000
New York, NY 10022
(212)-906-1316
Fax: (212)-751-4864
Email: joseph.frank@lw.com
Attorneys for Plaintiffs UBS Loan Finance L.L.C. and UBS Securities L.L.C.

Harvey Kurzweil
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Dewey & LeBoeuf, L.L.P.
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Attorneys for Defendant The Finish Line, Inc.

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Attorneys for Defendant The Finish Line, Inc.



Ryan E. Balzer

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AFFIDAVIT OF SPONSOR ADAM R. SHAW

STATE OF NEW YORK)
) ss:
COUNTY OF ALBANY)


Adam R. Shaw, being duly sworn deposes and says:

1. I am a member of the bar of the State of New York and of this Court, and a partner of the law firm of Boies, Schiller & Flexner LLP, counsel in the above-captioned case.

2. I respectfully submit this Affidavit in support of Defendants' motion pursuant to Local Civil Rule 1.3 of the Southern District of New York to have Paul Gregory Jennings admitted *pro hac vice* to serve as counsel for Defendant Genesco Inc., in the above-captioned case.

3. Paul Gregory Jennings is a member in good standing of the Bar of the State of Tennessee and a partner at the law firm of Bass, Berry & Sims, PLC.

4. Based on my knowledge of Mr. Jennings, I believe that he will conduct himself in a manner required of attorneys admitted to practice in this Court *pro hac vice* and respectfully request that he be admitted for the purposes of acting as counsel for the Defendant Genesco Inc. in this action.


Adam R. Shaw

[illegible]

Subscribed and sworn to before me this 29 day of January, 2008

Patricia A. Gibson
Notary Public
PATRICIA A. GIBSON
Notary Public in and for the State of New York
Qualified in Albany
Certificate Filed in Albany Co.
My commission expires November 30, 2010
11/30/10

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Defendants,

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Civil Action No. 07 Civ. 10382 (LAP)

AFFIDAVIT OF PAUL G. JENNINGS

STATE OF TENNESSEE)

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SS:

COUNTY OF DAVIDSON)

)

Paul G. Jennings, being duly sworn, state as follows:

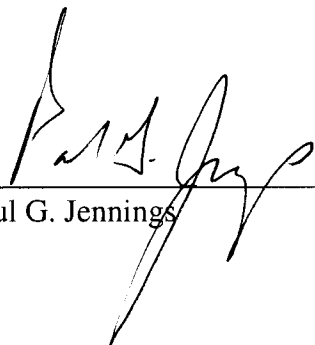
1. I am a partner at the law firm of Bass, Berry & Sims, PLC, 315 Deaderick Street, Suite 2700, Nashville, Tennessee, 37238.
2. On behalf of my firm, I represent Genesco, Inc. and wish to do so in this action.
3. I respectfully submit this affidavit in support of the motion pursuant to Rule 1.3(c) of the Local Civil Rules of United States District Court for the Southern District of New York for an Order permitting me to appear, argue and, if necessary, try as counsel and advocate in this court on behalf of the defendants in this action, along with local counsel, Adam R. Shaw of Boies, Schiller & Flexner LLP, 575 Lexington Ave., New York, New York 10022, (212) 446-2300.
4. I am a member of good standing of the State Bar of Tennessee. I was admitted to practice law in the State of Tennessee on October 30, 1990. Attached is the Certificate of Good Standing from the State of Tennessee issued within the past 30 days.

5. There are no pending disciplinary proceedings against me in any state or Federal Court.


6. I respectfully request that this Court grant the application for admission to the Bar pursuant to Rule 1.3(c) of the Local Civil Rules of United States District Court for the Southern District of New York.

WHEREFORE, Your Affiant respectfully submits that he be permitted to appear as counsel and advocate Pro Hac Vice in this case.

Date: 1/23/08

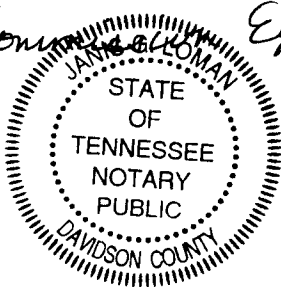

Paul G. Jennings

Sworn to and subscribed before me
this 23rd day of January, 2008


Notary Public

My Commission Expires 9-20-2008

6687495.1



CLERK OF THE SUPREME COURT

STATE OF TENNESSEE

I, Michael W. Catalano, Clerk of the Supreme Court, do hereby certify that PAUL GREGORY JENNINGS is a licensed and practicing attorney of the Courts of this State, having taken the oath as prescribed by law, is enrolled as an attorney of this Court, and is in good standing. The Supreme Court is the Court of last resort in Tennessee.

Date of Enrollment: October 30, 1990.

In testimony whereof, I have set my hand and affixed the seal of the Court on this the 25th day of January, 2008.

Michael W. Catalano, Clerk

By  D.C.

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Defendants.

[PROPOSED] ORDER GRANTING MOTION FOR *PRO HAC VICE*
ADMISSION OF PAUL GREGORY JENNINGS

Upon the motion of Adam R. Shaw, attorney for Defendant Genesco Inc., pursuant to Rule 1.3 of the Local Civil Rules this Court, for an Order admitting Paul Gregory Jennings *pro hac vice* for all purposes on behalf of Defendant Genesco Inc., in this action, and for good cause shown, it is hereby

ORDERED that the motion is **GRANTED**.

DATED: January __, 2008

SO ORDERED.

U.S.D.J.